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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS AND  
ICX CORPORATION WITHDRAWING (A) ICX CORPORATION'S PROPOSED CURE CLAIMS  
AND (B) RESPONSE TO DEBTORS' OMNIBUS 8.2(b) CURE OBJECTION (DOCKET NO. 13638)

DPH Holdings Corp. and its subsidiaries and affiliates (collectively, the "Reorganized Debtors") and ICX Corporation ("ICX") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And ICX Corporation Withdrawing (A) ICX Corporation's Proposed Cure Claims And (B) Response To Debtors' Omnibus 8.2(b) Cure Objection (Docket No. 13638) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, ICX filed an undocketed notice of proposed cure claims of ICX Corporation (the "ICX Cure Claim").

WHEREAS, on April 24, 2008, the Debtors objected to the ICX Cure Claim pursuant to the Debtors' (I) Omnibus Objection Pursuant To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13459) (the "Omnibus 8.2(b) Cure Objection").

WHEREAS, on May 21, 2008, ICX filed ICX Corporation's Response To Debtors' (I) Omnibus Objection Pursuant to Confirmation Order, 11 U.S.C. §§ 105(a), And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13638) (the "ICX 8.2(b) Response").

WHEREAS, on May 29, 2008, this Court entered its Omnibus Order (I) Pursuant

To Confirmation Order, 11 U.S.C. §§ 105(a), 365, And Fed. R. Bankr. P. 9014 Regarding Cure Proposals Submitted Under Article 8.2(b) Of Debtors' Plan Of Reorganization And (II) Request For Order Provisionally Allowing Certain Cure Proposals (Docket No. 13696) (the "Omnibus 8.2(b) Cure Objection Order"), which, among other things, listed the ICX Cure Claim as a disputed Cure Proposal and authorized the Debtors and the respective counterparties to "negotiate in good faith to reach a consensual resolution of the disputed Cure Proposal."

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707).

WHEREAS, to resolve the Omnibus 8.2(b) Cure Objection with respect to the ICX Cure Claim and the ICX 8.2(b) Response, the Reorganized Debtors and ICX entered into this Stipulation, pursuant to which the parties agree that the ICX Cure Claim and the ICX 8.2(b) Response are each deemed withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and ICX stipulate and agree as follows:

1. The ICX Cure Claim is hereby deemed withdrawn with prejudice.
2. The ICX 8.2(b) Response is hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 26th day of October, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

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